



Freedom Path Inc.  
90-0648831

**Addendum for Part II, Line 16**

Please refer to Part II, Line 1. Such pamphlets, brochures, newsletters, journals, or similar printed material have not been created or published at this time.

Freedom Path Inc.  
90-0648831

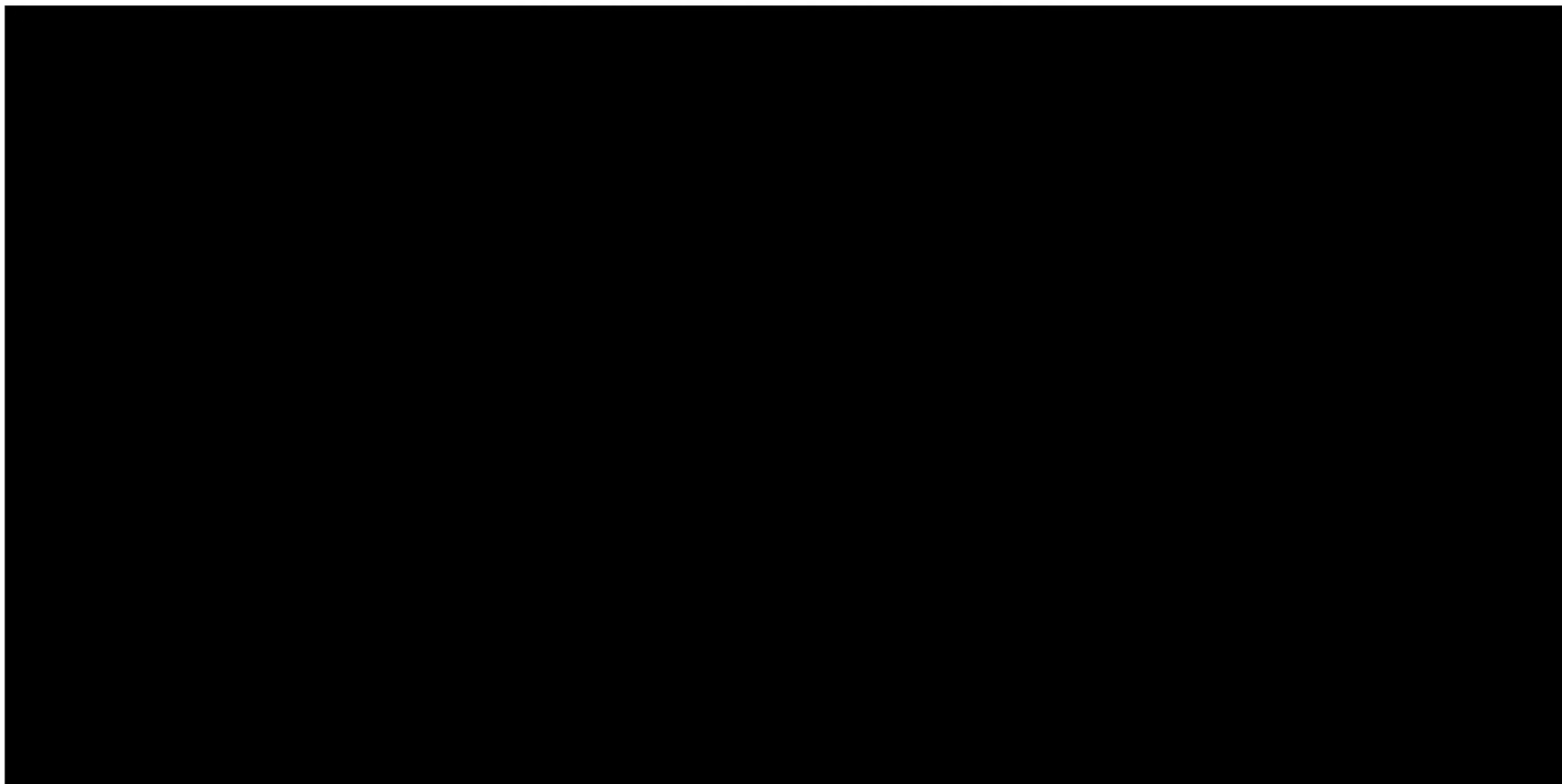
Addendum for Part III, Line 13

Please refer to the explanation in Part II, Line 11.



Freedom Path Inc.  
90-0648831

Addendum for Part III, Line 18



## **CERTIFICATE OF FORMATION**

### **OF**

### **FREEDOM PATH INC.**

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators of a nonprofit corporation under the Texas Business Organizations Code (the "Code"), adopt the following Certificate of Formation for such corporation:

#### **Article I**

##### **NAME**

The name of the corporation shall be "Freedom Path Inc." (hereafter "the Corporation").

#### **Article II**

##### **DURATION**

The period of the Corporation's duration is perpetual.

#### **Article III**

##### **PRINCIPAL OFFICE**

The principal office of the Corporation is to be located in the City of Dallas, Dallas County, Texas.

#### **Article IV**

##### **NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation and shall have all of the rights, powers, privileges, duties, authorizations and responsibilities as provided in the Code, as that law is now in effect or may at any time be amended, as well as all implied powers necessary and proper to carry out its express powers. Notwithstanding the powers granted to the Corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of this Certificate of Formation or by any statute relating thereto shall not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the Corporation to fail to qualify as an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent federal tax law or laws (the "Internal Revenue Code"). The Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(4) of the Internal Revenue Code.

#### **Article V**

##### **PURPOSES**

The Corporation is organized and shall operate exclusively for the purposes of promoting the social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the mission of the Corporation to promote and defend the causes that recognize the individual rights and liberties guaranteed to all Americans in the greatest political document ever conceived: the United States Constitution. The Corporation engages in grassroots advocacy and

issues-oriented educational campaigns to further our goals across the country. The assets and property of the Corporation are hereby pledged for use in performing its exempt functions.

## **Article VI** **BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall be the governing body of the Corporation. The management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner provided by the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The number of directors constituting the initial Board of Directors is three (3) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Mark F. Emerson	10939 North Alpine Highway PMB 121 Highland, Utah 84003
Chris K. Gober	2101 Cedar Springs Road, Suite 1050 Dallas, Texas 75201
J. Scott Bensing	4790 Caughlin Parkway #757 Reno, Nevada 89519

## **Article VII** **MEMBERSHIP**

The Corporation shall not have members.

## **Article VIII** **RESTRICTIONS**

The Corporation may not pay dividends or other corporate income to its directors or officers, private individuals, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V. The Corporation shall reimburse reasonable expenses only pursuant to an "accountable plan" under 26 CFR § 1.62-2(c)(2).

## **Article IX** **LIMITATION OF LIABILITY**

To the fullest extent permitted by Texas law, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this Article IX does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of the director's duties to the Corporation;
- (c) an act or omission that involves intentional misconduct or a knowing violation of the law;
- (d) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or
- (e) an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of this Certificate of Formation or the Bylaws of the Corporation, contract or agreement, vote of the Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article IX shall be prospective only, and shall not adversely affect any limitation on the personal liability or alleged liability of a director of the Corporation existing at the time of such repeal or amendment.

In addition to the foregoing provisions, if the Code is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Code, as so amended. Any repeal or modification of those provisions of the Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification unless such adverse construction is required by law.

#### **Article X** **INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 2101 Cedar Springs Road, Suite 1050, Dallas, Texas 75201, and the name of its initial registered agent at such address is an organization by the name of Gober Hilgers PLLC.

#### **Article XI** **DISTRIBUTION UPON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation and in a manner consistent with the Corporation's mission and purposes, dispose of the remaining assets of the Corporation exclusively for the authorized and lawful purposes of the Corporation. In no event, however, shall such distribution (i) inure to any person who has a personal and private interest in the activities of the Corporation, or (ii) be made that would cause the Corporation to fail to qualify as an organization described in section 501(c)(4) of the Internal Revenue Code.

**Article XII**  
**ORGANIZER**

The name and address of the organizer is:

Name

Address

Chris K. Gober

2101 Cedar Springs Road, Suite 1050  
Dallas, Texas 75201

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation as of January 18, 2011.



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Chris K. Gober



17053025344031

Form **1024**

(Rev. September 1998)

Department of the Treasury  
Internal Revenue Service**Application for Recognition of Exemption  
Under Section 501(a)**

OMB No. 1545-0057

If exempt status is approved,  
this application will be open  
for public inspection.Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

**Complete the Procedural Checklist on page 6 of the instructions.****Part I. Identification of Applicant** (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or labor organizations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

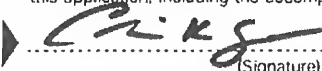
1a Full name of organization (as shown in organizing document) <b>Freedom Path Inc. (Freedom Path)</b>		2 Employer identification number (EIN) (if none, see <b>Specific Instructions</b> on page 2) <b>90 : 0648831</b>	
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed  <b>Chris Gober</b>  <b>( 214 ) 347-0726</b>	
1c Address (number and street) <b>2101 Cedar Springs Road</b>	Room/Suite <b>1050</b>		
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see <b>Specific Instructions</b> for Part I, page 2. <b>Dallas, TX 75201</b>			
1e Web site address <b>www.freedom-path.org</b>	4 Month the annual accounting period ends <b>December</b>	5 Date incorporated or formed <b>January 18, 2011</b>	
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.			
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.			

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE  
SIGN  
HERE

(Signature)

Chris K. Gober

(Type or print name and title or authority of signer)

1/21/11  
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K

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**Part II. Activities and Operational Information (Must be completed by all applicants)**

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

**(a) PUBLIC EDUCATION AND OUTREACH (90%)**

Our organization plans to conduct public education and outreach programs intended to inform the general public about current issues that may impact them, and to promote certain nonpartisan causes that will help protect the individual rights and liberties granted by the U.S. Constitution. Our organization plans to publish information in print, on the Internet, and through e-mail distributions to educate the general public about issues that may impact them. To ensure our organization effectively identifies new issues and legislation that could promote or suppress our ideals, we will monitor legislation, court decisions, administrative orders, and executive actions on an on-going basis. Once such issues and legislation have been identified, we plan to send public officials letters and issue press releases to educate and advocate our organization's position. To help us inform and educate the public in a more comprehensive and effective manner, our organization plans to utilize direct mail as well as television and radio advertisements to advocate our positions on issues and legislation.

**GRANTS (10%)**

In order to further our goal of protect the individual rights and liberties granted by the U.S. Constitution, our organization may also make grants to state or local organizations and other exempt organizations to increase the advocacy and legislative involvement work on behalf of such policies.

(b) Our organization was established on January 18, 2011, and we plan to begin conducting public education and outreach programs as soon as we can secure funding for our activities. The type of activities that our organization will conduct, and their timing, will be dictated by the amount of funding our organization receives.

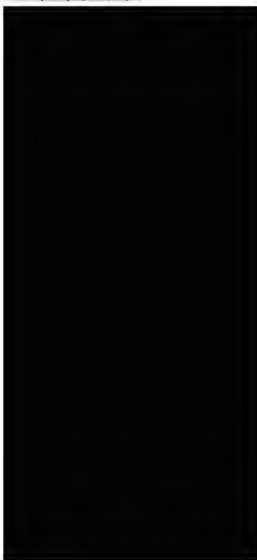
(c) In addition to our Board of Director's own efforts, we intend to hire independent contractors to help us carry out the organization's purpose and conduct the activities described above. As of the timing of this filing, our organization intends to conduct public education and outreach programs in the home states of our Board members: Utah, Texas, and Nevada. As more funding is secured, our organization may choose to conduct activities in more states, but no decision on those states has been made.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

Our organization currently has not secured any financial support. We intend to solicit contributions from individuals, exempt organizations, and corporations who may share our ideals and may recognize the importance of funding public education and outreach programs to inform the general public about current issues that may impact them, and to promote certain nonpartisan causes that will help protect the individual rights and liberties granted by the U.S. Constitution.

**Part II. Activities and Operational Information (continued)**

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<p>Mark F. Emerson, President 10939 North Alpine Highway PMB 121, Highland, Utah 84003</p> <p>Chris K. Gober, Secretary 2101 Cedar Springs Road, Suite 1050, Dallas, Texas 75201</p> <p>J. Scott Bensing 4790 Caughlin Parkway #757, Reno, Nevada 89519</p>	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

N/A

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

None

6 If the organization has capital stock issued and outstanding, state (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

N/A

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

N/A

8 Explain how your organization's assets will be distributed on dissolution.

The Directors shall, after paying or making provision for the payment of all of the liabilities of the organization and in a manner consistent with the organization's mission and purposes, dispose of the remaining assets of the organization exclusively for the authorized and lawful purposes of the organization. In no event, however, shall such distribution (i) inure to any person who has a personal and private interest in the activities of the organization, or (ii) be made that would cause the organization to fail to qualify as an organization described in IRC section 501(c)(4).

**Part II. Activities and Operational Information (continued)**

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No  
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No  
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☒ Yes ☐ No  
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

**Chris K. Gober is a member of Gober Hilgers PLLC, a law firm providing legal and compliance services to our organization. Gober Hilgers PLLC will be paid reasonable compensation for services rendered in compliance with IRC 4958. J. Scott Bensing is a co-owner of SB Strategic Consulting, Inc., which will likely provide fundraising, consulting and government affairs services to our organization to help promote our exempt purpose. If so, then SB Strategic Consulting, Inc. will be paid reasonable compensation for services rendered in compliance with IRC 4958.**

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No  
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No  
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No  
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No  
If "Yes," explain in detail and list the amounts spent or to be spent in each case.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☒ Yes ☐ No  
If "Yes," attach a recent copy of each.



**Part III. Financial Data (Must be completed by all applicants)**

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years	
	From 1/18/11	2011	2012
1 Gross dues and assessments of members . . . . .			
2 Gross contributions, gifts, etc. . . . .			
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)			
4 Gross amounts from unrelated business activities (attach schedule)			
5 Gain from sale of assets, excluding inventory items (attach schedule) . . . . .			
6 Investment income (see page 3 of the instructions)			
7 Other revenue (attach schedule) . . . . .			
8 Total revenue (add lines 1 through 7) . . . . .			
<b>Expenses</b>			
9 Expenses attributable to activities related to the organization's exempt purposes. . . . .			
10 Expenses attributable to unrelated business activities			
11 Contributions, gifts, grants, and similar amounts paid (attach schedule). . . . .			
12 Disbursements to or for the benefit of members (attach schedule)			
13 Compensation of officers, directors, and trustees (attach schedule)			
14 Other salaries and wages. . . . .			
15 Interest . . . . .			
16 Occupancy . . . . .			
17 Depreciation and depletion . . . . .			
18 Other expenses (attach schedule) . . . . .			
19 Total expenses (add lines 9 through 18) . . . . .			
20 Excess of revenue over expenses (line 8 minus line 19) . . . . .			

**B. Balance Sheet**

		Current Tax Year as of 12/31/11
<b>Assets</b>		
1	Cash . . . . .	
2	Accounts receivable, net . . . . .	
3	Inventories . . . . .	
4	Bonds and notes receivable (attach schedule) . . . . .	
5	Corporate stocks (attach schedule). . . . .	
6	Mortgage loans (attach schedule) . . . . .	
7	Other investments (attach schedule) . . . . .	
8	Depreciable and depletable assets (attach schedule) . . . . .	
9	Land . . . . .	
10	Other assets (attach schedule) . . . . .	
11	<b>Total assets</b> . . . . .	
<b>Liabilities</b>		
12	Accounts payable . . . . .	
13	Contributions, gifts, grants, etc., payable . . . . .	
14	Mortgages and notes payable (attach schedule) . . . . .	
15	Other liabilities (attach schedule) . . . . .	
16	<b>Total liabilities.</b> . . . . .	
<b>Fund Balances or Net Assets</b>		
17	<b>Total fund balances or net assets</b> . . . . .	
18	<b>Total liabilities and fund balances or net assets (add line 16 and line 17)</b> . . . . .	

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

**Schedule B** **Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☒ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

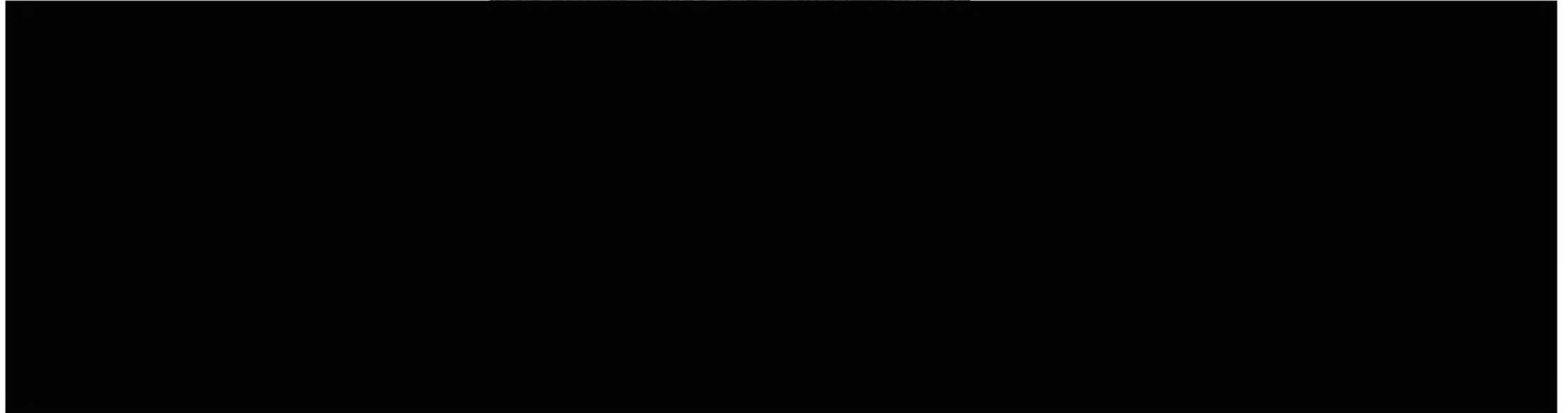
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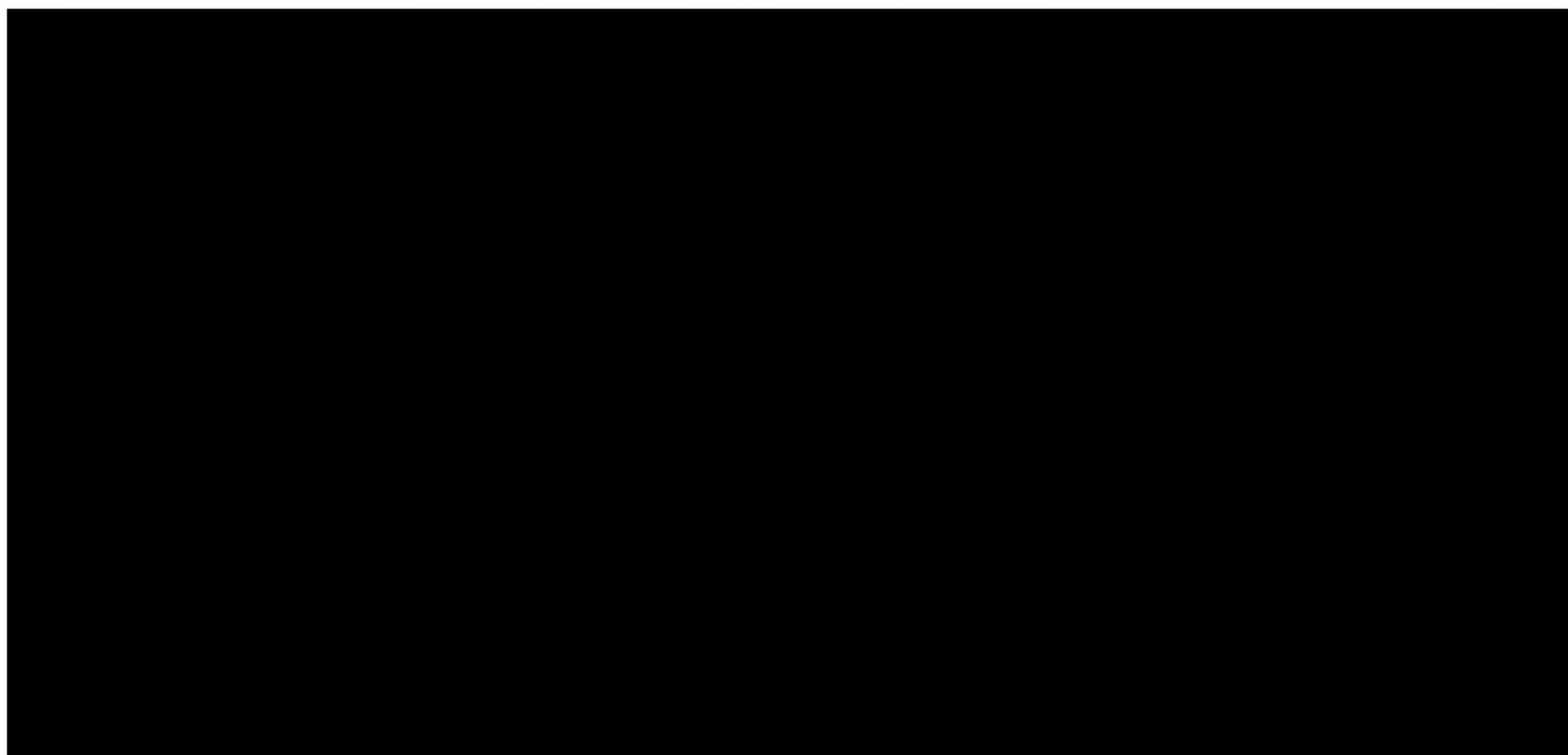
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Addendum for Part III, Line 18



## **CERTIFICATE OF FORMATION**

### **OF**

### **FREEDOM PATH INC.**

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#### **Article V**

##### **PURPOSES**

The Corporation is organized and shall operate exclusively for the purposes of promoting the social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the mission of the Corporation to promote and defend the causes that recognize the individual rights and liberties guaranteed to all Americans in the greatest political document ever conceived: the United States Constitution. The Corporation engages in grassroots advocacy and

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#### **Article IX** **LIMITATION OF LIABILITY**

To the fullest extent permitted by Texas law, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this Article IX does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of the director's duties to the Corporation;
- (c) an act or omission that involves intentional misconduct or a knowing violation of the law;
- (d) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or
- (e) an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of this Certificate of Formation or the Bylaws of the Corporation, contract or agreement, vote of the Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article IX shall be prospective only, and shall not adversely affect any limitation on the personal liability or alleged liability of a director of the Corporation existing at the time of such repeal or amendment.

In addition to the foregoing provisions, if the Code is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Code, as so amended. Any repeal or modification of those provisions of the Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification unless such adverse construction is required by law.

#### **Article X** **INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 2101 Cedar Springs Road, Suite 1050, Dallas, Texas 75201, and the name of its initial registered agent at such address is an organization by the name of Gober Hilgers PLLC.

#### **Article XI** **DISTRIBUTION UPON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation and in a manner consistent with the Corporation's mission and purposes, dispose of the remaining assets of the Corporation exclusively for the authorized and lawful purposes of the Corporation. In no event, however, shall such distribution (i) inure to any person who has a personal and private interest in the activities of the Corporation, or (ii) be made that would cause the Corporation to fail to qualify as an organization described in section 501(c)(4) of the Internal Revenue Code.

**Article XII**  
**ORGANIZER**

The name and address of the organizer is:

Name

Address

Chris K. Gober

2101 Cedar Springs Road, Suite 1050  
Dallas, Texas 75201

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation as of January 18, 2011.



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Chris K. Gober